



QUARTERLY STATEMENT

AS OF MARCH 31, 2007
OF THE CONDITION AND AFFAIRS OF THE

Great Lakes Health Plan, Inc.

NAIC Group Code	0707	0707	NAIC Company Code	95467	Employer's ID Number	38-3204052
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [] Property/Casualty [] Dental Service Corporation [] Vision Service Corporation [] Other [] Health Maintenance Organization [X] Hospital, Medical & Dental Service or Indemnity [] Is HMO, Federally Qualified? Yes [] No [X]					
Incorporated/Organized	01/11/1994		Commenced Business	10/11/1994		
Statutory Home Office	17117 W. Nine Mile Rd., Suite 1600			Southfield, MI 48075		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	17117 W. Nine Mile Rd, Suite 1600		Southfield, MI 48075	248-559-5656		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Mail Address	17117 W. Nine Mile Rd., Suite 1600			Southfield, MI 48075		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	17117 W. Nine Mile Rd, Suite 1600		Southfield, MI 48075	248-331-4284		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Internet Website Address	www.glhp.com					
Statutory Statement Contact	Chris A. Scherer			248-331-4284		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	cscherer@glhp.com			248-559-4640		
	(E-Mail Address)			(Fax Number)		
Policyowner Relations Contact	17117 W. Nine Mile Rd., Suite 1600		Southfield, MI 48075	248-331-4284		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number) (Extension)		

OFFICERS

Name	Title	Name	Title
Chris A. Scherer	President	Eric Wexler	Secretary
Robert W. Oberrender	Tresurer		

OTHER OFFICERS

Dawn Koehler	Vice President, Govenment & Public Relations	Lisa Gray	Vice President, Customer Relations
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DIRECTORS OR TRUSTEES

Edgar Gonzalo Rios #	Jonathan Dinesman #	William Ralston	Laura Spicer
Stephen Thomas Swift			

State ofMichigan.....
County of ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Chris A. Scherer President	Eric Wexler Secretary	Dawn Koehler Vice President, Govenment & Public Relations
Subscribed and sworn to before me this _____ day of _____ May , 2007		a. Is this an original filing? Yes [X] No []
_____		b. If no, 1. State the amendment number _____ 2. Date filed _____ 3. Number of pages attached _____

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	10,920,065		10,920,065	1,021,327
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (3,038,393)), cash equivalents (\$ 22,762,306) and short-term investments (\$ 33,917,470)	53,641,383		53,641,383	67,256,772
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	64,561,448	0	64,561,448	68,278,099
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	43,959		43,959	22,663
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon	1,775,667	1,775,667	0	0
16.2 Net deferred tax asset	2,190,427	1,730,309	460,118	460,118
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	321
19. Furniture and equipment, including health care delivery assets (\$)	192,078	192,078	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates			0	0
22. Health care (\$) and other amounts receivable	1,753,340	209,426	1,543,914	2,306,260
23. Aggregate write-ins for other than invested assets	8,726,566	8,460,061	266,505	266,505
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	79,243,485	12,367,541	66,875,944	71,333,966
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	79,243,485	12,367,541	66,875,944	71,333,966
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Intangible Asset	3,982,441	3,982,441	0	0
2302. State Tax Receivable	266,505	0	266,505	266,505
2303. Goodwill	4,477,620	4,477,620	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	8,726,566	8,460,061	266,505	266,505

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	.....24,186,580		.....24,186,580	.....26,581,927
2. Accrued medical incentive pool and bonus amounts .....			.....0	.....0
3. Unpaid claims adjustment expenses .....	.....678,500		.....678,500	.....678,500
4. Aggregate health policy reserves .....			.....0	.....0
5. Aggregate life policy reserves .....			.....0	.....0
6. Property/casualty unearned premium reserve .....			.....0	.....0
7. Aggregate health claim reserves .....			.....0	.....0
8. Premiums received in advance .....			.....0	.....0
9. General expenses due or accrued .....	.....2,159,761		.....2,159,761	.....5,292,301
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses)) .....			.....0	.....0
10.2 Net deferred tax liability.....			.....0	.....0
11. Ceded reinsurance premiums payable .....			.....0	.....0
12. Amounts withheld or retained for the account of others .....			.....0	.....0
13. Remittances and items not allocated .....			.....0	.....0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current) .....			.....0	.....0
15. Amounts due to parent, subsidiaries and affiliates .....	.....0		.....0	.....3,243,037
16. Payable for securities .....	.....3,257,610		.....3,257,610	.....0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers) .....			.....0	.....0
18. Reinsurance in unauthorized companies .....			.....0	.....0
19. Net adjustments in assets and liabilities due to foreign exchange rates .....			.....0	.....0
20. Liability for amounts held under uninsured plans .....			.....0	.....0
21. Aggregate write-ins for other liabilities (including \$ current) .....	.....1,412,816	.....0	.....1,412,816	.....162,643
22. Total liabilities (Lines 1 to 21).....	.....31,695,267	.....0	.....31,695,267	.....35,958,408
23. Aggregate write-ins for special surplus funds	XXX	XXX	.....0	.....0
24. Common capital stock	XXX	XXX		.....0
25. Preferred capital stock	XXX	XXX		.....0
26. Gross paid in and contributed surplus	XXX	XXX	.....35,763,489	.....35,763,489
27. Surplus notes	XXX	XXX		.....0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	.....0	.....0
29. Unassigned funds (surplus)	XXX	XXX	.....(582,812)	.....(387,931)
30. Less treasury stock, at cost:				
30.1 .....shares common (value included in Line 24) \$)	XXX	XXX		.....0
30.2 .....shares preferred (value included in Line 25) \$)	XXX	XXX		.....0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	.....35,180,677	.....35,375,558
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	66,875,944	71,333,966
DETAILS OF WRITE-INS				
2101. Escheat Funds.....	.....162,643		.....162,643	.....162,643
2102. Other Reserves (GME/HRA).....	.....1,069,536		.....1,069,536	.....0
2103. QAAP Tax .....	.....180,637		.....180,637	.....0
2198. Summary of remaining write-ins for Line 21 from overflow page .....	.....0	.....0	.....0	.....0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	.....1,412,816	.....0	.....1,412,816	.....162,643
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	.....0	.....0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	.....0	.....0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	.....0	.....0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	.....0	.....0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	442,762	324,944
2. Net premium income (including \$ non-health premium income).....	XXX	102,049,317	62,768,017
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of \$ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	(6,140,227)	(3,778,250)
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	95,909,090	58,989,767
Hospital and Medical:			
9. Hospital/medical benefits		71,301,248	41,462,583
10. Other professional services		2,493,076	1,946,961
11. Outside referrals			0
12. Emergency room and out-of-area			0
13. Prescription drugs		13,293,614	9,272,828
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15)	0	87,087,938	52,682,372
Less:			
17. Net reinsurance recoveries			117,633
18. Total hospital and medical (Lines 16 minus 17)	0	87,087,938	52,564,739
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ 1,052,711 cost containment expenses.....		1,117,979	1,309,090
21. General administrative expenses.....		9,000,472	6,068,306
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			0
23. Total underwriting deductions (Lines 18 through 22)	0	97,206,389	59,942,135
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(1,297,299)	(952,368)
25. Net investment income earned		955,920	626,148
26. Net realized capital gains (losses) less capital gains tax of \$			0
27. Net investment gains (losses) (Lines 25 plus 26)	0	955,920	626,148
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0
29. Aggregate write-ins for other income or expenses	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(341,379)	(326,220)
31. Federal and foreign income taxes incurred	XXX	(361,453)	46,116
32. Net income (loss) (Lines 30 minus 31)	XXX	20,074	(372,336)
DETAILS OF WRITE-INS			
0601. Quality Assurance Assessment Program.....	XXX	(6,140,227)	(3,778,250)
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	(6,140,227)	(3,778,250)
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	35,375,558	32,198,124	32,198,124
34. Net income or (loss) from Line 32	20,074	(372,336)	1,391,290
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	(837,107)
39. Change in nonadmitted assets	(214,956)	(162,147)	(1,376,749)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	4,000,000
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	(194,882)	(534,483)	3,177,434
49. Capital and surplus end of reporting period (Line 33 plus 48)	35,180,676	31,663,641	35,375,558
DETAILS OF WRITE-INS			
4701.		0	0
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	102,854,230	279,116,615
2. Net investment income	936,952	2,960,363
3. Miscellaneous income	(6,140,227)	(16,804,844)
4. Total (Lines 1 to 3)	97,650,955	265,272,134
5. Benefits and loss related payments	89,483,285	221,997,196
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0
7. Commissions, expenses paid and aggregate write-ins for deductions	13,152,482	26,080,221
8. Dividends paid to policyholders		0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(5,743)	(990,711)
10. Total (Lines 5 through 9)	102,630,024	247,086,706
11. Net cash from operations (Line 4 minus Line 10)	(4,979,069)	18,185,429
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	0	0
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	3,257,610	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	3,257,610	0
13. Cost of investments acquired (long-term only):		
13.1 Bonds	9,901,066	1,024,844
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	9,901,066	1,024,844
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(6,643,456)	(1,024,844)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	4,000,000
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied).....	(1,992,864)	(793,592)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(1,992,864)	3,206,408
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(13,615,389)	20,366,993
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	67,256,772	46,889,779
19.2 End of period (Line 18 plus Line 19.1)	53,641,383	67,256,772

STATEMENT AS OF MARCH 31, 2007 OF THE Great Lakes Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION										
	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	142,619	.0	.0	.0	.0	.0	.0	.0	142,619	.0
2 First Quarter	149,268								149,268	
3 Second Quarter .....	.0									
4. Third Quarter .....	.0									
5. Current Year	.0									
6 Current Year Member Months	442,762								442,762	
Total Member Ambulatory Encounters for Period:										
7. Physician	206,149								206,149	
8. Non-Physician	115,806								115,806	
9. Total	321,955	.0	.0	.0	.0	.0	.0	.0	321,955	.0
10. Hospital Patient Days Incurred	16,776								16,776	
11. Number of Inpatient Admissions	3,893								3,893	
12. Health Premiums Written	102,337,112								102,337,112	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	102,337,112								102,337,112	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	89,483,284								89,483,284	
18. Amount Incurred for Provision of Health Care Services	87,087,937								87,087,937	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

STATEMENT AS OF MARCH 31, 2007 OF THE Great Lakes Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	20,829,688	68,653,595	2,813,872	21,372,708	23,643,560	26,581,927
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8).....	20,829,688	68,653,595	2,813,872	21,372,708	23,643,560	26,581,927
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals	20,829,688	68,653,595	2,813,872	21,372,708	23,643,560	26,581,927

(a) Excludes \$ 1,753,340 loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

(1) Significant Accounting Policies

- A. Accounting Practices- No change
- B. Use of Estimates in the Preparation of the Financial Statements - No Change.
- C. Accounting Policy

The gross amount of the supplemental payments received for the Graduate Medical Education (GME) and the Hospital Rate Adjustment (HRA) are included in the Net Premium Income on the Statement of Revenue and Expenses netted with the 6% received for the premium tax. The payments to the providers are included in the Hospital/Medical Benefits on the Statement of Revenue and Expenses. The remaining liability is included as a Write-In for Other Liabilities on the Statement of Liabilities, Capital and Surplus.

Cash and Cash Equivalents - No change.

Property and Equipment— No change.

Claims Unpaid — No change.

Premiums - No change.

Statutory Reserves — No change.

Provider Reimbursement Arrangements—No change.

(2) Accounting Changes and Corrections of Errors- No change.

(3) Business Combinations and Goodwill

- A.-B. –No change.
- C. No change.
- D. No change.

(4) Discontinued Operations

No change.

(5) Investments

No change.

(6) Joint Ventures, Partnerships and Limited Liability Companies

No change

(7) Investment Income

No change

(8) Derivative Investments

No change

(9) Income Taxes

- A. The components of the net deferred tax asset (liability) recognized at March 31, 2007 are as follows:

	<u>March 31, 2007</u>
Total of gross deferred tax assets	\$ 2,207,993
Total of deferred tax liabilities	<u>17,566</u>
Total deferred tax assets	<u>2,190,427</u>
Deferred tax assets non admitted	<u>(1,730,309)</u>
Net admitted deferred tax asset (liability)	<u>\$ 460,118</u>

- B. There are no unrecognized deferred tax liabilities for amounts described in SSAP No. 10, paragraph 6(d) (and as described in SFAS 109, paragraph 31).

- C. The provision for income taxes on earnings for the quarter ended March 31, 2007 is:

	<u>March 31, 2007</u>
Current year federal tax expense	\$ (361,453)
Federal tax on net capital gains	_____
Current year federal taxes incurred	<u>\$ (361,453)</u>

- F. (1) The companies included with this Company in a federal income tax return filing comprise the Company’s ultimate parent UnitedHealth Group Incorporated and its subsidiaries.

(2) The method of allocation between the companies is subject to a written tax sharing agreement. Under this agreement, the amount of federal income taxes that are paid to or received from United Health Group Incorporated, via an affiliate, AmeriChoice Health Services, Inc. (“ACHS”), approximate the amount that would have been computed on a separate company basis. Such payments are made or received on a quarterly basis, at the time of filing of an extension and upon filing of the final return. To the extent the Company’s net operating loss or tax credit is utilized on the consolidated tax return, the Company is entitled to receive the amount of tax savings the consolidated group realizes in that year. Any portion of such loss not so utilized by the Company is available for future use. .

(10) Information Concerning Parent, Subsidiaries and Affiliates

- A. – C.

The Company is a wholly owned subsidiary of AmeriChoice Corporation. AmeriChoice Corporation is a majority owned subsidiary of United Health Group Inc. The Company has no subsidiaries.

NOTES TO FINANCIAL STATEMENTS

Effective September 31, 2002, AmeriChoice was acquired by UHG. UHG issued 5.3 million shares of their common stock with a fair value of approximately \$480 million in exchange for 93.5% of the outstanding AmeriChoice common stock. UHG also issued vested stock options with a fair value of approximately \$15 million in exchange for outstanding options held by AmeriChoice employees and paid cash of approximately \$82 million. UHG will acquire the remaining minority interest after five years at a value based on a multiple of the earnings of the combined Medicaid business. UHG has the option to acquire the minority interest at an earlier date if specific events occur, such as the termination or resignation of key AmeriChoice employees.

Schedule Y Part 2 summarizes the net flow of funds among affiliates for various types of transactions between affiliates. Regulatory prior approval and/or prior notification have been satisfied for any transaction requiring such action. Most transactions are settled promptly in cash or its equivalent, and most are to settle normal business receipts and disbursements. In all instances, the value of the assets received by one party is the same as the value of the assets disposed of by the other party.

The Company received a \$4,000,000 capital contribution from its parent in September 2006 for the purchase of Physicians Health Plan of Southwest Michigan assets.

D. At March 31, 2007,, the Company reported \$0 as net admitted amounts due from related parties on line 21 of the Asset page and \$2,097,736 as amounts due to related parties on line 15 of the Liabilities page respectively.

E. There were no guarantees or undertakings for the benefit of an affiliate that resulted in a material contingent exposure for the Company or any affiliated insurer's assets or liabilities.

F. Significant management or service contracts and cost sharing arrangements, involving the Company or any affiliate, other than cost allocation arrangements based upon generally accepted accounting principles:

The Company's affiliate, United HealthCare Services, Inc. provides the Company with management assistance services. In all instances, the fees/costs of such services are reasonable and consistent with those of a third party provider. For 1st quarter 2007, the costs related to management assistance services were \$9,686,365.

G. The Company does not have any relationships whereby the Company and one or more other enterprises are under common ownership or control and the existence of that control could result in operating results or financial positions of the Company being significantly different from those that would have been obtained if the enterprises were autonomous.

H. The Company does not have any ownership in an upstream intermediate entity or ultimate parent, either directly or indirectly, via a downstream subsidiary, controlled, or affiliated entity.

I. No investment in an SCA entity exceeded 10% of the admitted assets of the Company.

J. The Company did not recognize any impairment write down for its investments in SCA's during 2007.

K. The Company does not have any investments in foreign insurance subsidiaries.

(11) Debt

No change

(12) Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No Change

(13) Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

(1) No change.

(2) The Company has no preferred stock outstanding.

(3) Without prior approval of its domiciliary commissioner, dividends to shareholders may be paid only from statutory earnings and capital and surplus. "Extraordinary" dividends to shareholders must be approved by OFIS.

(4) Within the limitation of (3) above, there are no restrictions placed on the portion of Company earnings that may be paid as ordinary dividends to shareholders.

(5) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.

(6) Not applicable.

(7) There were no amounts of stock held by the Company for special purposes.

(8) There were no special surplus funds.

(9) The portion of unassigned funds (surplus) represented or (reduced) by cumulative unrealized gains and losses were \$0 at March 31, 2007.

(10) The Company did not have any surplus debentures or similar obligations issued or outstanding as of March 31, 2007.

(11) The Company has not had any restatements due to prior quasi reorganizations.

(12) The Company has not had any quasi-reorganization in the prior 10 years.

(14) Contingencies

No Change

(15) Leases

No change.

Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

.Not Applicable

Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not Applicable

Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

Not Applicable

Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable

September 11 Events

Not Applicable

Other Items

Not Applicable

NOTES TO FINANCIAL STATEMENTS

Events Subsequent

Management is not aware of any events occurring between the balance sheet date and the date this statement was attested to that would comprise a Type I or Type II subsequent event or have a material effect on the financial condition of the Company.

Reinsurance

No Change

Retrospectively Rated Contracts & Contracts Subject to Redetermination

No Change

Change in Incurred Claims and Claim Adjustment Expense

Reserves for incurred losses and loss adjustment expenses attributable to insured events of prior years has decreased by \$2.9 million from December 31, 2006 to March 31, 2007 as a result of reestimation of unpaid claims and claim adjustment expense. This decrease is generally the result of ongoing analysis of recent loss reserve trends. Original estimates are adjusted as additional information becomes known regarding individual claims

(26) Inter-company Pooling Arrangements

No Change

(27) Structured Settlements

Not Applicable

(28) Health Care Receivables

No Change

(29) Participating Policies

Not Applicable

(30) Premium Deficiency Reserves

As of March 31, 2007, the Company had liabilities of \$0 related to premium deficiency reserves.

(31) Anticipated Salvage and Subrogation

The Company does not anticipate salvage and subrogation recoverables.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☒ No ☐

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2004
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2004
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/07/2006
- 6.4

By what department or departments?
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☒ No ☐
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
Exante Bank	Salt Lake City, Utah				Yes	

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?.....

Yes ☒ No ☐

(a)

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b)

Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c)

Compliance with applicable governmental laws, rules and regulations;

(d)

The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e)

Accountability for adherence to the code.

9.11

If the response to 9.1 is No, please explain:

.....

9.2

Has the code of ethics for senior managers been amended?.....

Yes ☒ No ☐

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).

Amended to remove the letter of introduction from Dr. William McGuire.....

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes ☐ No ☒

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes ☐ No ☒

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

11.1

Has there been any change in the reporting entity's own preferred or common stock?

Yes ☐ No ☒

11.2

If yes, explain:

.....

12.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes ☐ No ☒

12.2

If yes, give full and complete information relating thereto:

.....

13.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$

14.

Amount of real estate and mortgages held in short-term investments:\$

15.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes ☐ No ☒

15.2

If yes, please complete the following:

		1		2
		Prior Year-End		Current Quarter
		Book/Adjusted		Book/Adjusted
		Carrying Value		Carrying Value
15.21	Bonds	\$	\$	
15.22	Preferred Stock	\$	\$	
15.23	Common Stock	\$	\$	
15.24	Short-Term Investments	\$	\$	
15.25	Mortgage Loans on Real Estate	\$	\$	
15.26	All Other	\$	\$	
15.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal			
	Lines 15.21 to 15.26).....	\$0	\$0	
15.28	Total Investment in Parent included in Lines 15.21 to 15.26 above	\$	\$	

16.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes ☐ No ☒

16.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes ☐ No ☒

If no, attach a description with this statement.

GENERAL INTERROGATORIES

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes in the custodian(s) identified in 17.1 during the current quarter?

Yes [] No [X]

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
106595.....	Wellington Management Company LLP.....	75 State Street, Boston, MA 02109.....

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

18.2 If no, list exceptions:

.....

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Increase (decrease) by adjustment		0
3. Cost of acquired		0
4. Cost of additions to and permanent improvements		0
5. Total profit (loss) on sales		0
6. Increase (decrease) by foreign exchange adjustment		0
7. Amount received on sales		0
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance		0
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount and mortgage interest points and commitment fees		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION

Other Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned December 31 of prior year	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,021,328	0
2. Cost of bonds and stocks acquired	9,901,066	1,024,844
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Increase (decrease) by foreign exchange adjustment		0
6. Total profit (loss) on disposal		0
7. Consideration for bonds and stocks disposed of		0
8. Amortization of premium	2,328	3,516
9. Book/adjusted carrying value, current period	10,920,066	1,021,328
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	10,920,066	1,021,328
12. Total nonadmitted amounts		0
13. Statement value	10,920,066	1,021,328

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	72,734,607				72,734,607	0	0	72,734,607
2. Class 2	0				0	0	0	0
3. Class 3	0				0	0	0	0
4. Class 4	0				0	0	0	0
5. Class 5	0				0	0	0	0
6. Class 6	0				0	0	0	0
7. Total Bonds	72,734,607	0	0	0	72,734,607	0	0	72,734,607
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	72,734,607	0	0	0	72,734,607	0	0	72,734,607

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	33,917,470	XXX	33,917,470	443,661	

SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	71,713,280	51,264,100
2. Cost of short-term investments acquired	115,297,317	306,925,695
3. Increase (decrease) by adjustment		0
4. Increase (decrease) by foreign exchange adjustment		0
5. Total profit (loss) on disposal of short-term investments		0
6. Consideration received on disposal of short-term investments	153,093,127	286,476,515
7. Book/adjusted carrying value, current period	33,917,470	71,713,280
8. Total valuation allowance		0
9. Subtotal (Lines 7 plus 8)	33,917,470	71,713,280
10. Total nonadmitted amounts		0
11. Statement value (Lines 9 minus 10)	33,917,470	71,713,280
12. Income collected during period	902,039	2,951,314
13. Income earned during period	902,039	2,951,314

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S

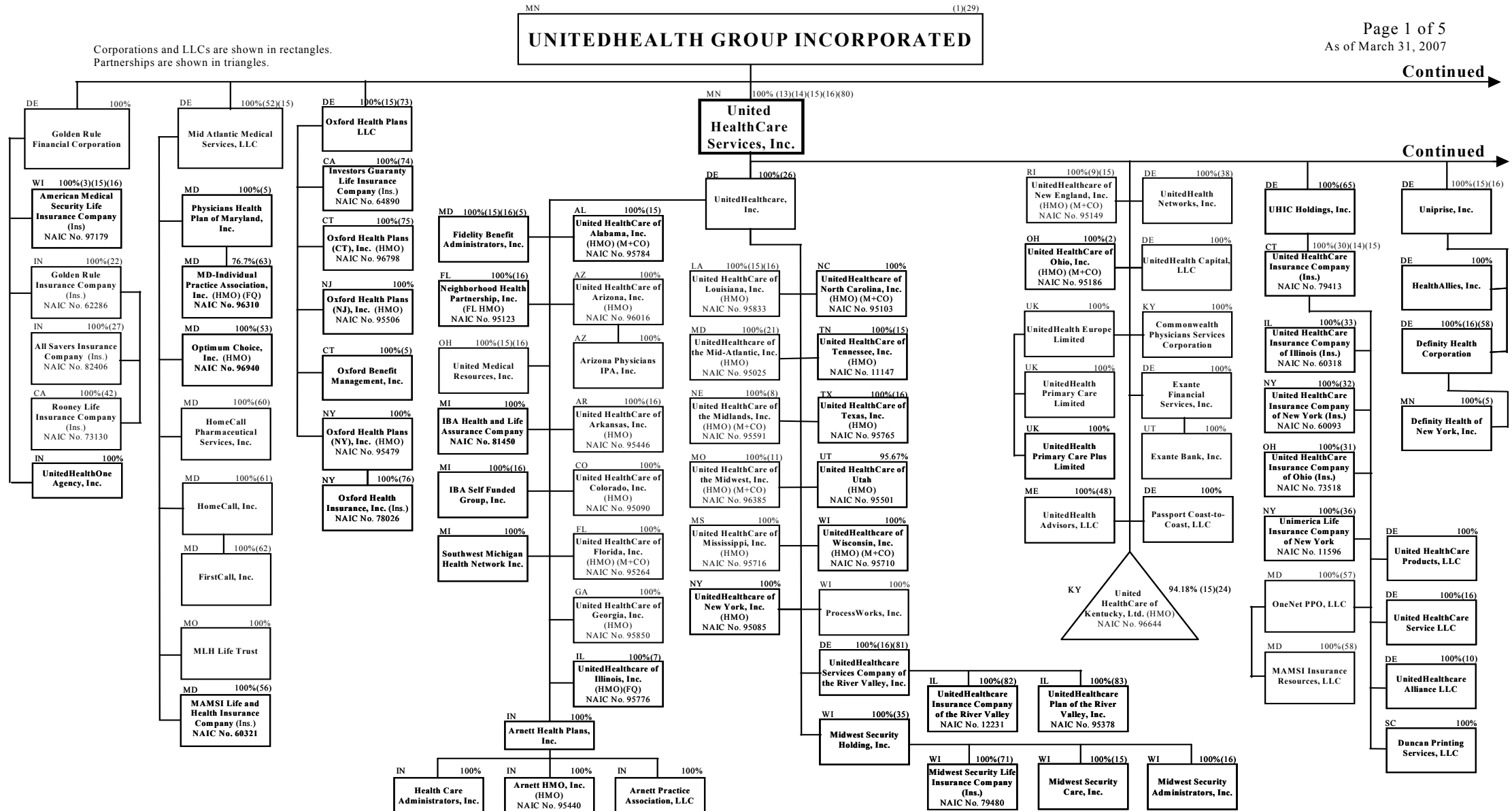
NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

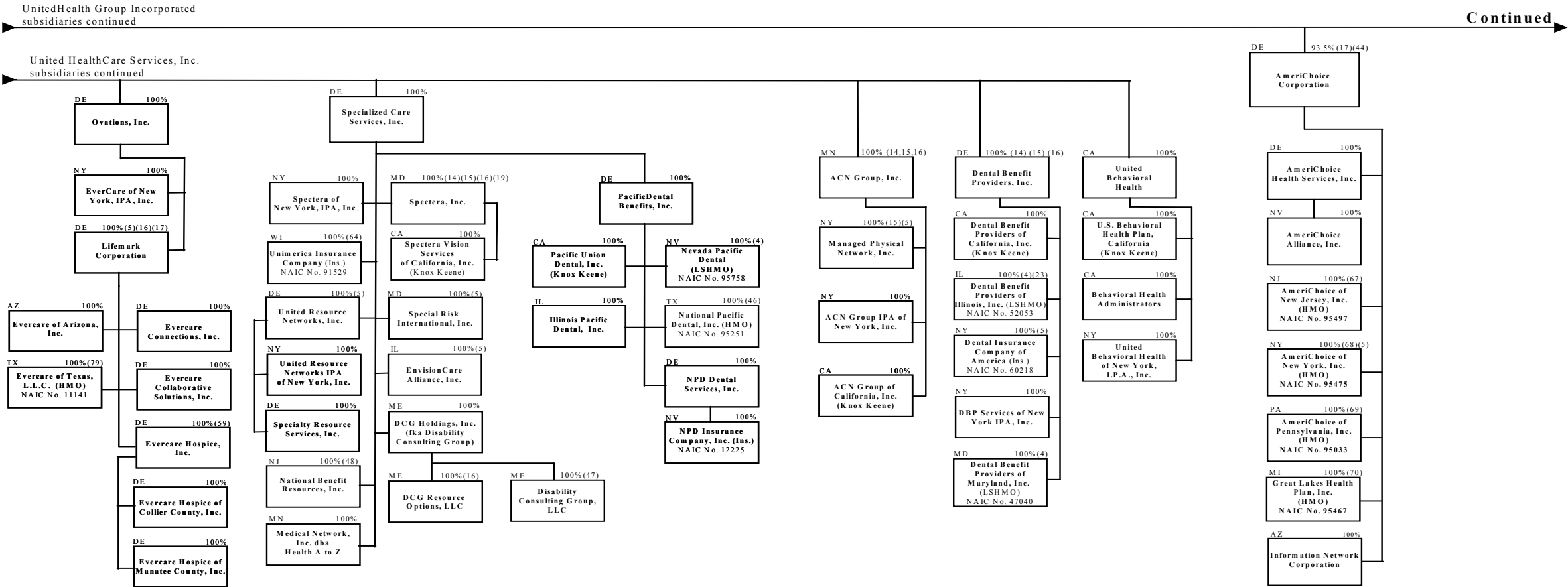
Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Is Insurer Licensed (Yes or No)	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL No							.0	
2. Alaska	AK No							.0	
3. Arizona	AZ No							.0	
4. Arkansas	AR No							.0	
5. California	CA No							.0	
6. Colorado	CO No							.0	
7. Connecticut	CT No							.0	
8. Delaware	DE No							.0	
9. District of Columbia	DC No							.0	
10. Florida	FL No							.0	
11. Georgia	GA No							.0	
12. Hawaii	HI No							.0	
13. Idaho	ID No							.0	
14. Illinois	IL No							.0	
15. Indiana	IN No							.0	
16. Iowa	IA No							.0	
17. Kansas	KS No							.0	
18. Kentucky	KY No							.0	
19. Louisiana	LA No							.0	
20. Maine	ME No							.0	
21. Maryland	MD No							.0	
22. Massachusetts	MA No							.0	
23. Michigan	MI Yes			102,337,112				102,337,112	
24. Minnesota	MN No							.0	
25. Mississippi	MS No							.0	
26. Missouri	MO No							.0	
27. Montana	MT No							.0	
28. Nebraska	NE No							.0	
29. Nevada	NV No							.0	
30. New Hampshire	NH No							.0	
31. New Jersey	NJ No							.0	
32. New Mexico	NM No							.0	
33. New York	NY No							.0	
34. North Carolina	NC No							.0	
35. North Dakota	ND No							.0	
36. Ohio	OH No							.0	
37. Oklahoma	OK No							.0	
38. Oregon	OR No							.0	
39. Pennsylvania	PA No							.0	
40. Rhode Island	RI No							.0	
41. South Carolina	SC No							.0	
42. South Dakota	SD No							.0	
43. Tennessee	TN No							.0	
44. Texas	TX No							.0	
45. Utah	UT No							.0	
46. Vermont	VT No							.0	
47. Virginia	VA No							.0	
48. Washington	WA No							.0	
49. West Virginia	WV No							.0	
50. Wisconsin	WI No							.0	
51. Wyoming	WY No							.0	
52. American Samoa	AS No							.0	
53. Guam	GU No							.0	
54. Puerto Rico	PR No							.0	
55. U.S. Virgin Islands	VI No							.0	
56. Northern Mariana Islands	MP No							.0	
57. Canada	CN No							.0	
58. Aggregate Other Alien	XXX	.0	.0	.0	.0	.0	.0	.0	.0
59. Subtotal	XXX	.0	.0	102,337,112	.0	.0	.0	102,337,112	.0
60. Reporting entity contributions for Employee Benefit Plans	XXX							.0	
61. Total (Direct Business)	(a) 1	0	0	102,337,112	0	0	0	102,337,112	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	.0	.0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(a) Insert the number of yes responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

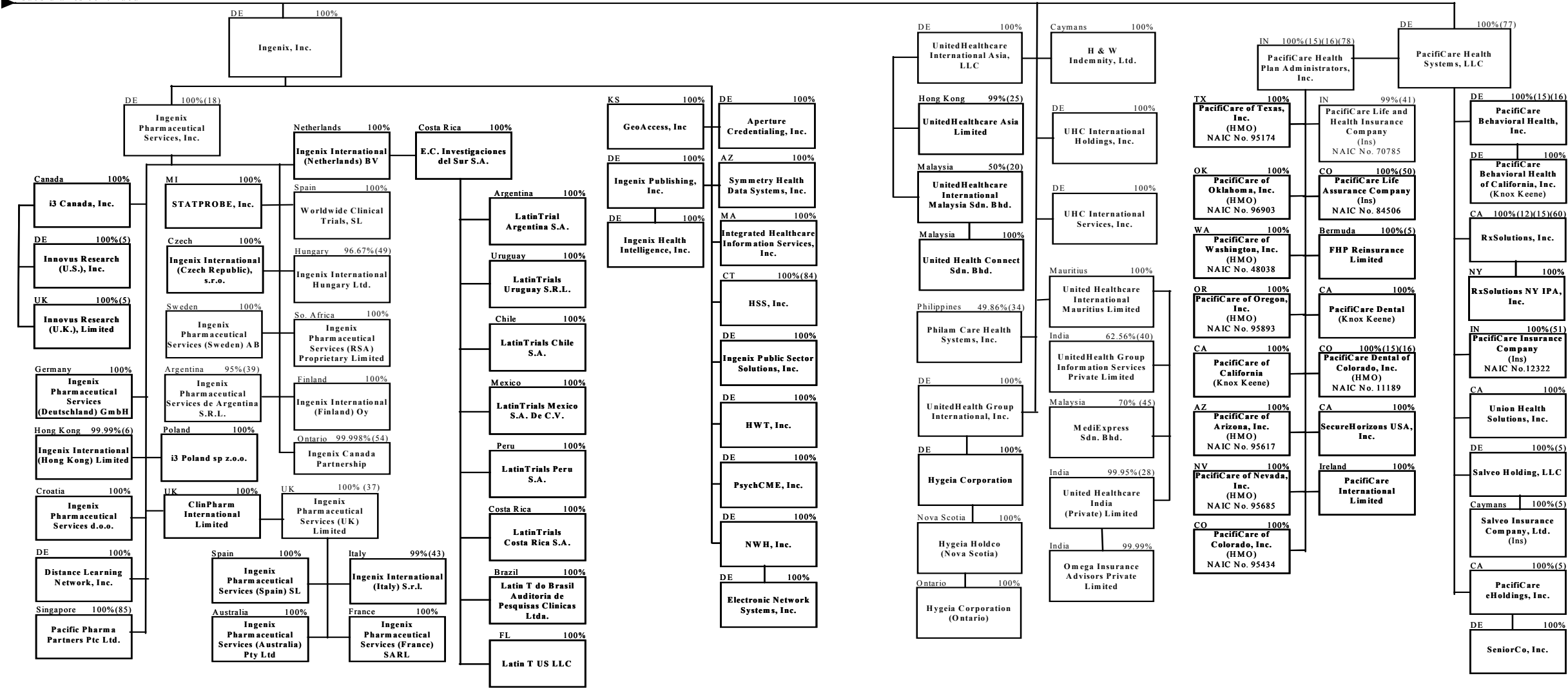


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

UnitedHealth Group Incorporated
subsidiaries continued



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

- (1) **UnitedHealth Group Incorporated** (“UHG”) (d/b/a UnitedHealth Group) is a Minnesota corporation whose shares of common stock are listed on the NYSE (i.e., it is publicly held). Name was changed from United HealthCare Corporation on March 6, 2000. It only does business in MN. It is the ultimate parent company of all the other UnitedHealth Group entities. It is not licensed as anything, i.e., it is not an HMO, insurance company, TPA, PPO, etc. It is a holding company. It should not be the party to any contract except for certain limited situations. This is not the entity that (i) manages or directly owns the HMOs (that is, for the most part, United HealthCare Services, Inc. (“UHS”) for management and UHS or UnitedHealthcare, Inc. for ownership), or (ii) offers the ASO, PPO, or other products (that is usually United HealthCare Insurance Company).
- (2) d/b/a: Western Ohio Health Care Corporation; also licensed in Kentucky.
- (3) Licensed as a life, accident and health insurance company in AL, AR, AZ, CA, CO, DC, DE, FL, GA, IA, ID, IL, IN, KS, KY, LA, MD, MI, MN, MO, MS, MT, NC, ND, NE, NM, NV, OH, OK, OR, PA, SC, SD, TN, TX, UT, VA, WA, WI, WV, & WY.
- (4) Limited or single service health Plan ("LSHMO"). Spectera Vision, Inc. is licensed as LSHMO in IN.
- (5) This entity will dissolve or merge with another UHG legal entity, subject to any required regulatory approval.
- (6) Ingenix, Inc. owns .01%. Established a representative office in Beijing, China.
- (7) United HealthCare of Illinois, Inc. (DE domicile) merged into UnitedHealthcare (Newco), Inc. (IL domicile) in order to redomesticate to IL and changed its name to UnitedHealthcare of Illinois, Inc. effective 5/31/02. Also licensed in Indiana.
- (8) Licensed in Iowa and Nebraska.
- (9) Licensed in Rhode Island and Massachusetts.
- (10) UnitedHealthcare of Minnesota, Inc. merged into UnitedHealthcare Alliance LLC effective 12/31/02. This LLC holds the intangible assets of UnitedHealthcare and is the employer of its top management.
- (11) Licensed in Missouri, Illinois and Kansas.
- (12) Db Prescription Solutions. Licensed as Pharmacy and TPA in many states.
- (13) **United HealthCare Services, Inc.** (“UHS”) (formerly UHC Management Company, Inc. and before that Charter Med, Inc.) is a Minnesota corporation and wholly owned subsidiary of UnitedHealth Group. It is the technical employing entity (i.e., it files the payroll taxes in the 50 states) for substantially all UnitedHealth Group personnel. It is qualified to do business in all 50 states and the District of Columbia. It is not licensed as an HMO or an insurance company but is licensed in numerous states as a TPA or UR agent. It is the management company for almost all the health plans and the insurance companies. It owns most of the assets (i.e., desks, computers etc.) used by all employees. It rents most of the space used by all UnitedHealth Group entities and people. Many of the specialty businesses, i.e., Evercare, URN, Optum, Uniprise, Healthmarc, etc., operate as divisions/dbas of UHS, rather than separate legal entities (though there may be a shell bearing a similar name). UHS is the entity that should be the party to the facilities, supply or other contracts that are for UnitedHealth Group generally. See p. 5 for UHS’ assumed/fictitious names.
- (14) Licensed as a PPO or MCO in one or more states.
- (15) Licensed as a UR Agent in one or more states.
- (16) Licensed as a TPA in one or more states. (Called “independent adjuster” in New York.)
- (17) “AmeriChoice” is being filed as an assumed name for Lifemark Corporation in California, Indiana, and Michigan. See next page for its UHS filings.
- (18) registered either a DBA, TradeName or Trade Mark of “i3 Research”, “i3 Magnifi”, and/or “i3 Drug Safety” in several states
- (19) Also has dba of: Care Programs
- (20) Other 50% is owned by UnitedHealthcare Asia Limited
- (21) Also licensed in Virginia and the District of Columbia. United HealthCare of Virginia, Inc. merged into it effective 12/31/01 on approval of VA BOI, MIA, & MD DAT (later filing by VA Corp.Comm.).
- (22) Licensed as a life and health insurance company in AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, GU, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, & WY. Redomiciled from IL to IN 10/2/06.
- (23) Licensed as HMO or LSHMO in FL, IN, IL, MO.
- (24) General partnership interests are held by UHS (89.77%) and its wholly owned subsidiary, Commonwealth Physician Services Corporation (10.23%). UHS also holds 100% of the limited partnership interests. When combining general partner and limited partner interests, UHS owns 94.18%, Commonwealth Physician Services Corporation owns 5.83% (for a combined 100% ownership). (All numbers are rounded to two decimal points.) Licensed as an HMO in Kentucky and Indiana. Has to use the name United HealthCare of Kentucky, L.P. in Indiana.
- (25) A Hong Kong “private” limited liability company owned 99% by UnitedHealthcare International Asia, LLC and 1% by UnitedHealth Group International, Inc.
- (26) d/b/a: UnitedHealthcare, Inc., a Corporation of Delaware (obtained for use in Oklahoma).
- (27) Licensed as a life and health insurance company in AK, AR, CO, DE, DC, FL, GA, ID, IL, IN, IA, KS, KY, LA, MD, MI, MS, MT, NE, ND, OH, OK, OR, PA, SC, SD, TN, TX, WV, WI & WY.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

- (28) 80 shares out of 1,656,250 shares (.0048%) owned by UnitedHealth Group International, Inc.
- (29) UHG is the sole member of the United Health Foundation and Evercare Hospice Foundation, both MN non-profit organizations.
- (30) **United HealthCare Insurance Company** (“UHI”) is a Connecticut domestic life & health insurance company that is licensed as an insurance company in 49 states (not New York), District of Columbia, Puerto Rico, Guam, the U.S. Virgin Islands, the Commonwealth of the Northern Mariana Islands, and American Samoa. This entity offers a variety of products including EPO, PPO, ASO/self-funded, and indemnity.
- (31) Licensed in Ohio only.
- (32) Licensed in New York and the District of Columbia.
- (33) Licensed in Illinois only. Voluntarily surrendered COA in Florida.
- (34) PhilamCare Health Systems, Inc. is 49.86% owned by PhilamLife and .28% owned by various individuals.
- (35) Formerly known as R.W. Houser, Inc.
- (36) Licensed in NY for life, annuities, and accident & health. Formerly named United HealthCare Life Insurance Company of New York.
- (37) Branches in Republic of South Africa and Croatia.
- (38) Assumed names for UnitedHealth Networks, Inc. that must be used in the states listed below: NH (UHN UnitedHealth Networks), TX (UHN UnitedHealth Networks, Inc.), NY (United Networks), OH & OR (UnitedHealth Network, Inc., a Corporation of Delaware)
- (39) Ingenix, Inc. owns 5%.
- (40) 38.81% owned by United HealthCare Services, Inc. & 0.63% owned by United Healthcare International, Inc.
- (41) Remaining 1% is owned by PacifiCare Health Systems, LLC. Licensed in DC, GU, VI, and all States, except NY. “Commercially domiciled” in CA.
- (42) Licensed as a life and health insurance company in CA & IL.
- (43) One percent owned by ClinPharm International Ltd.
- (44) Around 6.5% of the shares are owned by AmeriChoice management, which United will acquire after five years from Sept. 2002 acquisition, subject to certain acceleration events. UnitedHealth Cares, Inc. fka AmeriChoice Associates Assistance Fund, Inc. is a GA nonprofit qualified in other states.
- (45) 70% owned directly and 30% controlled through individual nominee shareholders from whom we have powers of attorney.
- (46) Licensed as a DPO in MD and HMO in TX
- (47) Licensed as a reinsurance intermediary in some states
- (48) Licensed as a producer in most states. Formerly named DCG OnLine, LLC.
- (49) 3.33% held by Ingenix, Inc.
- (50) Licensed as life & health insurer in AZ, CA, CO, GU, IL, IN, KY, NV, NJ, NM, OH, OK, OR, TX, UT, WA
- (51) Licensed as a health insurer in IN.
- (52) Mid Atlantic Medical Services, Inc. merged into Mid Atlantic Medical Services, LLC (formerly MU Acquisition LLC) upon acquisition by UnitedHealth Group, with Mid Atlantic Medical Services, LLC as the survivor. It also has the UnitedHealthcare Children’s Foundation fka MAMSI Children’s Foundation. It is the sole member of a real estate LLC: Frederick Associates, LLC. The Jochum Trust for compensation of former CEO is administered by UHG Human Capital.
- (53) Licensed as an HMO in DC, DE, MD, VA, & WV
- (54) Remaining 0.002% partnership interest is owned by Ingenix, Inc.
- (55) Licensed as a Collection Agency in MD
- (56) Licensed as a Life, Accident & Health Insurance Company in AL, AR, AZ, CO, DC, DE, GA, HI, ID, IL, IN, KS, KY, LA, MD, MS, MO, NE, NV, NM, NC, ND, OK, PA, SC, SD, TN, TX, UT, VA, & WV
- (57) Formerly named Alliance PPO, LLC when it was a subsidiary of MAMSI Life and Health Ins. Co.
- (58) Licensed as a Producer in several states
- (59) Licensed as a Hospice in numerous states
- (60) Licensed as a Pharmacy in many states. RxSolutions has an assumed name of Prescription Solutions.
- (61) JCAHCO; Medicare certification; licensed in MD for nursing, home health aides, physical, occupational & speech therapy, medical social work, home health, & laboratory
- (62) JCAHCO, licensed in MD for residential service, agency skilled nursing & aides, and home health services
- (63) 23.3% owned by Mid Atlantic Medical Services, LLC. Licensed as an HMO in DC, MD, & VA

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

- (64) Licensed as a Life, Accident & Health Insurance Company countrywide, except in NY(Unimerica Life Insurance Company of New York is licensed in NY).
- (65) Former name was Unimerica, Inc.
- (66) Intentionally left blank
- (67) Licensed as an HMO in NJ
- (68) Licensed as an HMO in NY. Will be merging into UnitedHealthcare of New York, Inc.
- (69) Licensed as an HMO in PA
- (70) Licensed as an HMO in MI
- (71) Licensed as a life, accident & health insurance company in AK, AR, AZ, CO, DE, IA, ID, IL, IN, KS, KY, LA, MI, MN, MO, MS, ND, NE, NM, NV, OH, OK, OR, SC, SD, TX, UT, WA, & WI
- (72) Intentionally left blank
- (73) Survivor of merger with Oxford Health Plans, Inc. Former name was Ruby Acquisition, LLC. NAIC Group Code of regulated subsidiaries was 1182 prior to acquisition. Two non-stock Political Action Committees: Oxford Health Plans, Inc. (CT) Committee for Quality Health Care, Inc. and Oxford Health Plans, Inc. (NY) Committee for Quality Health Care, Inc., DE corps. Licensed as ins. agency in NY dba The Oxford Agency.
- (74) Licensed in 47 states and the District of Columbia. Not licensed in CT, NY, or VT.
- (75) Licensed as a Health Care Center (HMO) in CT with a Limited License for less than 5,000 members in RI.
- (76) Licensed as an insurance company in CT, NJ, NY, & PA.
- (77) Formerly named Point Acquisition, LLC, the survivor of the merger with PacifiCare Health Systems, Inc., which enabled the acquisition of PacifiCare. Also owns 21.1% of Alere Medical Incorporated, a CA corporation, including 16,068,245 shares of non-voting preferred stock and warrants to purchase an additional 1 million shares of non-voting preferred stock.
- (78) Sole member of PacifiCare Health Systems Foundation, a CA nonprofit corporation.
- (79) TX DOI has accepted a dba of “United HealthCare – Texas” for this company’s use by AmeriChoice
- (80) United HealthCare Services, Inc.’s filed assumed names/dbas include (continuation of footnote 13):
- AmeriChoice (FL, IL, IN, MD, NE, RI & WA)
 - Center for Health Care Policy and Evaluation (MN)
 - Charter HealthCare, Inc. (NM, RI)
 - Employee Performance Design (IL, KY, MN, NE, OR)
 - EverCare (numerous states)
 - GenCare PPO (IL, MO)
 - Health Professionals Review (ME)
 - HealthCare Evaluation Services (MN)
 - Healthmarc (numerous states)
 - HealthPro (AK, CT, IL, KY, MA, OH, VT)
 - Institute for Human Resources (FL, OR, WA)
 - Managed Care for the Aged (MN)
 - Optum (MN, CA)
 - Personal Decision Services (MN)
 - SeniorCare Select & Design (MN)
 - UHC Management & Administrators (CA)
 - UHC Management (VT)
 - UHC Management Company (AK, MA, NH, UT, WV)
 - UHC Management Company, Inc. (AL, AZ, AR, CA, CO, CT, DE, FL, GA, ID, IL, IN, IA, KY, LA, ME, MD, MA, MI, MN, MO, MT, NE, NJ, ND, OH, OR, PA, RI, SD, TN, TX, VA, WA)
 - UHC of Illinois Inc. and United HealthCare of Illinois, Inc. (IL)
 - UHC of Missouri and United HealthCare of Missouri (MO)
 - UMC Management Company, Inc. (OH)
 - United HealthCare (MA, UT)
 - United HealthCare Corporation (AZ, AR, CA, CO, CT, DE, FL, GA, ID, IN, IA, KY, LA, ME, MD, MO, MT, NC, ND, NE, NJ, OH, OR, RI, SD, TX, WA)

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

- United HealthCare, Inc. (LA, SD, WV)
 - United HealthCare Management (VT)
 - United HealthCare Management Company, Inc. (IL, MI, OK, PA, TN, VA)
 - United HealthCare Management Services (PA, NY)
 - United HealthCare Services of Minnesota (NH)
 - United HealthCare Services of Minnesota, Inc. (AR, FL, IL, OK, RI, SD, VT, WV)
 - United Resource Networks (CA, GA, IL, IN, IA, MD, MI, MN, MO, NE, NY, NC, RI, UT)
 - United Resource Networks, Inc. (CO, TN)
 - UnitedHealth Group Incorporated (CA)
- (81) fka as John Deere Health Care, Inc.
- (82) fka as John Deere Health Insurance, Inc. Licensed as an insurance company in IA, IL, TN, & VA.
- (83) fka as John Deere Health Plan, Inc. Licensed as an HMO in IA, IL, TN, & VA, withdrew from KY & SC.
- (84) Known as HealthCare Software Synergies, Incorporated in MD
- (85) Branch office in Taiwan

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

STATEMENT AS OF MARCH 31, 2007 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
137087-LC-4.....	Canal Winchester OH Sch GO Non Call 5.....		..03/22/2007.....	Robert Baird & Co.....		328,398	300,000	0	1FE.....
2499999 - Total -	Bonds - Political Subdivisions					328,398	300,000	0	XXX
19648A-AW-5.....	CO Health Facs Rev Bond Non Call 5.000.....		..03/21/2007.....	Bank of New York.....		261,440	250,000	4,618	1FE.....
199546-BQ-4.....	Columbus OH Reg Arpt Rev Bond Non Call.....		..03/28/2007.....	Morgan Stanley.....		269,720	250,000	0	1FE.....
235416-ZA-5.....	Dallas, TX Wtrwks & Swr Syst Rev Bond No.....		..03/28/2007.....	CitiGroup.....		546,760	500,000	2,778	1FE.....
29270C-PY-5.....	Energy Northwest WA Elec Rev Rev Bond No.....		..03/22/2007.....	Goldman Sachs.....		427,812	400,000	0	1FE.....
31283K-6P-8.....	FHLMC Pool G11778 MBS 5.500% 10/01/20.....		..03/13/2007.....	Barclays Group Inc.....		501,465	500,000	1,375	1.....
3128PG-CB-7.....	FHLMC Pool J04566 MBS 5.500% 03/01/22.....		..03/13/2007.....	Barclays Group Inc.....		2,005,859	2,000,000	5,500	1.....
31376J-VP-1.....	FNMA Pool 357122 MBS 6.000% 05/01/16.....		..03/13/2007.....	CS First Boston Corp.....		61,243	60,255	181	1.....
31410P-UE-1.....	FNMA Pool 893481 MBS 6.000% 09/01/21.....		..03/13/2007.....	CS First Boston Corp.....		888,598	874,255	2,623	1.....
31410P-WB-5.....	FNMA Pool 893542 MBS 6.000% 09/01/21.....		..03/13/2007.....	CS First Boston Corp.....		190,398	187,325	562	1.....
31410T-3B-9.....	FNMA Pool 897294 MBS 6.000% 09/01/21.....		..03/13/2007.....	CS First Boston Corp.....		884,639	870,360	2,611	1.....
31410T-DD-4.....	FNMA Pool 896600 MBS 6.000% 08/01/21.....		..03/13/2007.....	CS First Boston Corp.....		449,571	442,314	1,327	1.....
31411H-MZ-0.....	FNMA Pool 908576 MBS 6.000% 01/01/22.....		..03/13/2007.....	CS First Boston Corp.....		66,564	65,490	196	1.....
405815-FW-6.....	Halifax Hosp Med Ctr Rev Bond Non Call.....		..03/20/2007.....	Robert Baird & Co.....		267,120	250,000	4,083	2FE.....
546398-RC-4.....	LA Pub Fac Auth Rev Bond Non Call 5.00.....		..03/16/2007.....	Chase Securities.....		263,713	250,000	0	1FE.....
586123-CC-3.....	Memphis-Shelby TN Sports Rev Bond Non Ca.....		..03/21/2007.....	Morgan Keegan.....		548,645	500,000	0	1FE.....
60636X-E2-5.....	MO St Hsg Dev Comm Sgl F Rev Bond Call S.....		..03/15/2007.....	Edwards AG & Sons.....		375,750	360,000	0	1FE.....
64983M-UU-0.....	New York State Dorm Aut Rev Bond Non Cal.....		..03/21/2007.....	Chase Securities.....		477,225	450,000	0	1FE.....
68803R-AH-9.....	Osceola Cnty FL Sch Rev Bond Non Call.....		..03/28/2007.....	CitiGroup.....		540,540	500,000	0	1FE.....
917572-SM-2.....	UT Wtr Fin Agy Rev Bond Non Call 5.000.....		..03/14/2007.....	Baum George & Co.....		545,605	500,000	0	1FE.....
3199999 - Total -	Bonds - Special Revenue					9,572,668	9,209,999	25,854	XXX
6099997 - Total -	Bonds - Part 3					9,901,066	9,509,999	25,854	XXX
6099999 - Total -	Bonds					9,901,066	9,509,999	25,854	XXX
6599999 - Total -	Preferred Stocks					0	XXX	0	XXX
7299999 - Total -	Common Stocks					0	XXX	0	XXX
7399999 - Total -	Preferred and Common Stocks					0	XXX	0	XXX
7499999 - Totals						9,901,066	XXX	25,854	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

STATEMENT AS OF MARCH 31, 2007 OF THE Great Lakes Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

STATEMENT AS OF MARCH 31, 2007 OF THE Great Lakes Health Plan, Inc.

SCHEDULE E - PART 2 CASH EQUIVALENTS

Showing Investments Owned End of Current Quarter

[illegible]